

Board of Trustees Minutes June 11, 2010

A regular meeting of the University of Florida Board of Trustees was held on Tuesday, March 16, 2010 in 215B of Emerson Alumni Hall. The meeting was called to order by Chair W. A. "Mac" McGriff, III, at 10:51 a.m., and a quorum was confirmed. Chair McGriff asked President Bernie Machen for his report.

Dr. Machen stated the academic year is drawing to a close and that there is a sense that the University is still in a strong position, with a bright future, and that he looks forward to next year and beyond. He noted that the budget situation has stabilized and that UF dealt with the cuts by the Legislature. President Machen recognized the hard work of a lot of people and the incredible support of the Legislature noting that they listened and helped with regard to UF's fiscal situation. He noted that administrators came forward with creative solutions and generated significant savings going forward. He continued noting that the deans, faculty and staff were very helpful and that they have endured a great deal of uncertainty while keeping an eye on what's important – their work at UF.

President Machen observed that the environment has been relatively calm, despite many changes going on in the world. He noted that the focus on quality has never been greater; throughout the changes, quality was the number one focus. Dr. Machen recognized the faculty/student ratio as one of the most important qualities and that this was a focus throughout the budget cut process – undergraduate enrollment was intentionally reduced to further this effort. He noted that UF will see a net increase of about 100 faculty, with a number of faculty electing to retire early while new hires remained relatively stable.

Dr. Machen recognized new administrators at the meeting; all are leading administrators who are in high demand and who have chosen to come to the University of Florida to help lead UF in the future. He observed that the new IT reorganization was a long awaited process that is now ready to move forward, with the hiring of Elias Eldayrie as CIO. He recognized CFO Matt Fajack for his efforts with RCM, which is a challenge as it is adopted by the university.

President Machen noted UF's future and the responsible manner in which the fiscal situated was handled and that, as a result of all of these positive changes, he announced a raise

for faculty and staff. He presented merit raises of 3% for staff and 4% for faculty, noting that some negotiation with unions is required before this can be provided to certain faculty and staff. He stated that the raises will be effective July 1st, a full 12-month increase for employees. President Machen noted that this will have economic impact on the whole community and that it is recognition of the hard work of UF's faculty and staff.

Dr. Machen described the success in procuring funding for the Lake Nona facility, with the expectation of breaking ground soon. He noted that this is an important outreach, with a unique opportunity in Orlando that the University of Florida wants to be a part of. He thanked all involved.

President Machen mentioned that the Innovation Hub is breaking ground, noting its significance and that it is the ultimate product of the faculty's creative endeavors and that it will help them move their ideas to the marketplace. He noted that UF is being recognized nationally for sustainability and that it continues to be a source of pride for him and the university.

Dr. Machen observed that the entire nation is focused on the oil spill in the Gulf and that UF's sea grant and land grant university faculty have been heavily involved in dealing with the disaster, including trying to model the flow in the gulfstream and trying to assess the situation. He stated that UF's fishery science experts, water quality experts, tourism experts, seafood safety experts, and extension are involved. He noted that UF has a specific contract with BP to provide veterinary medicine services for marine animals affected by this disaster. He also noted that the entire state university system will likely have involvement.

President Machen reminded the board of the project that it authorized several years agothe St. Augustine project, which is now moving forward due to the Legislature. He noted that on today's agenda is an action item that simply creates the organization through which funds from the state, for the project, will flow. He noted that the project is actively supported by many faculty and he then recognized Professor Michael Gannon, who was present. He noted that Dr. Gannon received the inaugural State of Florida achievement award and the soon, in Sanibel, he will receive the Leroy Collins lifetime achievement award.

The president stated that, after several months of review by the Florida Department of Law Enforcement and the State Attorney's Office, the University of Florida was able to conduct its internal review of the Corry Village incident. He noted that the Margolis-Healy consulting firm was brought in to provide a holistic review of the interface of mental health counseling and law enforcement and that we are confident the end result will be a safer, more responsible campus for all to live and work here. He noted that the situation has been tragic for all involved and that and all should continue to hope for the recovery of Kofi Adu-Brempong and for the officers.

Dr. Machen mentioned the exceptional performance of UF's student athletes in the classroom, noting his sense of pride in performance in the classroom and on the playing field. He also recognized that Dr. Joe Glover, provost, is a great asset to UF and that he has accepted a new 5-year appointment as of July 1st. Dr. Machen noted that all should look forward to upcoming results in research awards and that it will be a very productive year. He also noted Dr.

Zina Evans' recent discussion of entering freshmen, and recognized UF's students for their great achievements and desire to be Gators. Dr. Machen stated that he believes that the upcoming year will be a very positive one.

Trustee Dianna Morgan asked to address the Board. She applauded Dr. Machen for providing the raises when no one is thinking of raises in this challenging economy. She noted it means a great deal that the fact that the university has worked so hard to reduce the budget in non-strategic areas to meet state cuts, while properly rewarding faculty and administration. She thanked Dr. Machen and noted that it was a sign of great leadership.

Chair McGriff requested the committee reports, beginning with the Committee on Audit and Operations Review. Trustee Al Warrington stated they began their meeting by welcoming new faculty and student Trustees. The Minutes of the March 15th meeting were presented and approved. Phil Ciano of the Auditor General's Office provided an update on external audit activities. He reported the federal awards audit for the FYE June 30, 2009 was released in late March. This audit report is issued on a statewide basis, including UF as an entity of the state. Mr. Ciano also discussed the annual audit of the Bright Futures scholarship program for the FYE June 30, 2009. Fieldwork on this statewide audit has been completed and preliminary findings have been delivered. There are no audit findings relating to the University of Florida. Mr. Ciano indicated that the next audit cycle had already begun. The Auditor General delivered an engagement letter in February covering the Financial, Federal Awards, and Bright Futures audits for the 2009-2010 fiscal years. The Federal audit will include a new major program for the American Recovery and Reinvestment Act (ARRA). The target completion dates are January 2011 for the financial, and March 2011 for the federal awards audit.

Chief Audit Executive Brian Mikell and Audit Director Joe Cannella presented three internal audit reports that had been issued since the last Board meeting. The reports presented were: 1) Contracts and Grants Billing and Reporting; 2) Cost Sharing; and 3) Check Processing and Disbursements. The reports and summaries had been previously provided for detailed review. Each audit report was summarized and questions from the committee were answered. Brian and Joe also reported on the follow-up status of previously issued internal and other audits.

Chief Financial Officer Matt Fajack made a presentation to the committee relative to the university's commitment to compliance with Federal Research regulations. Key points in the presentation included: 1) Research has grown 70% since 1999; 2) Internal auditors, external auditors, and federal auditors have noted issues with our control system ensuring compliance with federal regulations; 3) A task force has been created to identify ways to strengthen compliance systems including effort reporting, cost sharing and cost transfers; 4) New mandatory training programs are being developed for administering contracts and grants; 5) A new policy requiring central approval for all cost transfers will be effective July 1; and 6) Enhancements are being made to PI reports. Questions and discussion followed Matt's presentation.

The committee considered information provided by Business Affairs relating to audits of university affiliated organizations, noting that the only addition since the last committee meeting was the audit report of the Leadership and Education Foundation, Inc.

On the Committee's consent agenda was the 2010-2013 Audit Work Plan. Mr. Mikell presented the 2010-2013 draft audit work plan. After some discussion and questions, the committee approved the audit work plan as presented. Brian noted that the audit work plan is adjusted every six months to address changing risks or conditions.

Trustee Warrington reported that he has reviewed the status of the investigations log maintained by the Office of Audit and Compliance Review. The Chair reported that the investigations were being appropriately reviewed.

Trustee Warrington referred to a resolution, provided to the audit committee, honoring long-time Audit Committee Chair, Joelen Merkel. The audit committee approved the resolution. A copy of the resolution will be included with the minutes of the committee and will be presented to Ms. Merkel as a token of the Audit Committee's appreciation and thanks.

Trustee Carlos Alfonso presented the report of the Committee on Educational Policy & Strategy, noting the majority of the committee was present and the following consent items were unanimously approved: University Regulations, emergency regulation 6C1-3.0375 Tuition Cost including fees. The committee approved a 7% tuition differential in addition to the Legislature's 8% tuition increase for a total of 15% tuition increase. The Activity and Service and Student health fees are eligible for a one-time increase of either 15% or the SUS average. After careful deliberation, the University of Florida requests increasing those fees to the SUS average which is an increase per credit hour of \$2.70 for the Activity and Service Fee and \$1.88 for the Student Health Fee. Next, the committee reviewed and approved five degree terminations: BSBA with a major in Insurance, BS in Agronomy and Crop Science, BS in Dairy Science, BS in Plant Pathology, BS in Poultry Science. All of these degrees have no students currently enrolled and no longer have demand. With the exception of the Insurance major, all other degrees can be acquired through a specialization or other major. Also reviewed and approved was a new degree, a Ph.D. in Public Health, requested as part of accreditation and building of our public health initiative. If approved by the BOG it would be only the 2nd PhD program in the state. The Credit Hour Increase for Electrical Engineering from 126 total credit hours to 131 was approved. This is consistent with national and state practice and the increase credit hours will accommodate 3 additional courses for the degree requirement. Both the PhD in Public Health and the Electrical Engineering credit hour increase will go before the BOG for final approval. The Master of Physician Assistant Studies was reclassified to a professional degree. This is a critical need area for the state and leads to a professional certification.

Other consent items approved: Four Tenure Upon Hire cases were presented and approved, the University Work Plan discussed at the strategic discussion was reviewed and approved by the committee, Annual Tenure and Permanent Status – another outstanding group of faculty recipients, Florida Climate Institute – joint collaboration with FSU to unite research activities. Each institution will support their faculty, but creating umbrella institute will facilitate potential grant funding, and Facility Security Clearance; Exclusion of Certain Directors and Officers; Designation of Senior Managerial Group for Classified Information – usual annual approval.

Discussion items were: an update from Associate Provost Andy McCollough on the invitation to negotiate with third party providers of distance learning, an update on the incoming freshman class from Associate Provost and Executive Director of Admissions, Zina Evans, an update from both Faculty Senate and Student Government, and a presentation by Vice Presidents Patricia Telles-Irvin and Ed Poppell on the J. Wayne Reitz Union Master Plan.

Trustee Danny Ponce delivered the External Relations committee report. Trustees Alfonso, Brown, Charles, Daniels, O'Connell and Roberts were in attendance and the minutes of the March meeting were approved.

The committee was introduced to Andy Fletcher, new Associate Vice President of Marketing and Public Relations, who led a discussion about branding and the effects of the recession on marketing. Mr. Fletcher talked about shifting consumer expectations and purchasing patterns and powerful brands that emerged during previous economic downturns.

The committee then received a summary of the 2010 legislative session, including information on budget items and policy changes affecting the university. Among the discussion items was the \$20 million appropriation for UF's Academic and Research Center and efforts to prevent a veto. UF was supported by the Board of Trustees and the Board of Governors, as well as a wide coalition of research organizations and Orlando community leaders in our effort to secure the funding.

Discussion was held on state government relations activities during the summer, at which time Chairman Ponce and Trustee O'Connell suggested inviting the Board of Governors to hold meetings at the University of Florida to help educate its members on the university's activities. That discussion was followed by an update of Gators for Higher Education. During the session, the grassroots program generated nearly 40,000 emails from UF alumni to legislators. Trustee Alfonso noted the large jump in emails from the previous year. Trustee Charles inquired about the role of students and a discussion followed regarding a new student group for GFHE.

Government Relations partnered with Florida Blue Key and the Alumni Association for Gator Day in April. Trustees met with Governor Crist, Senate President Atwater, Speaker Cretul and other legislators, attended an Alumni Association luncheon, followed by a Capital Area Gator Club welcome reception and Florida Blue key reception for its membership. There were more than 100 alumni, students and Gators in Tallahassee for the day.

Marion Hoffmann, Associate Vice President of Government Relations, gave an overview of three intern programs in Tallahassee which provide UF students valuable experience in state government. The first is the Gubernatorial Fellows program, which is modeled after the White House Fellows. Four UF graduates just completed their terms and three UF students have been selected for the new class. The second program, which is offered by the Graham Center for Public Service, places interns in the legislature. In 2009, there were 10 UF legislative Interns working in various offices in Tallahassee and 14 this past year. Under the third program, UF graduates work in the university's Office of Government Relations. All of these intern programs are valuable to the students and provide an important presence for the University at the Capitol and state agencies as well as legislative offices.

Following the Government Relations update was a report on UFAlert, the university's emergency notification system that uses tools such as text messaging, mass e-mails, loudspeakers, news media, the UF home page, social media and reverse 911. Goals for system improvements include more efficient alerts and a dedicated Facebook page and Twitter account for emergency notification. Trustee Charles asked about the policy for removing recent graduates from the alert lists and trustee Brown inquired about the confidentiality of the phone numbers used for text alerts.

Finally, the committee heard a report on UF media exposure that showed UF broadcast hits reached an estimated total audience of 269.3 million – up 5 percent from the same quarter in 2009 – and print hits for the quarter totaled 9,647, on par with UNC Chapel Hill and more than the University of Virginia. That included eight hits in the New York Times, three in the Washington Post and two in the Wall Street Journal. Trustees Alfonso, Brown and O'Connell discussed media coverage of the Gulf oil spill and noted that UF faculty have expertise in many areas related to the spill's impacts on the environment and tourism.

The report of the Committee on Finance and Facilities was presented by Trustee Steve Scott, noting the meeting was called to order at 2:15 PM and those in attendance were Marshall Criser, Mary Ann Ferguson, Diana Morgan, Al Warrington, and chair Steve Scott.

The minutes of the March 8^{th} , 2010 telephonic meeting and March 15^{th} , 2010 committee meeting were approved as presented.

Proposed action items were brought to the committee: In recognition of the generous support of Roseville Farms the board is requested to approve the proposed naming of the innovative propagation technology training laboratory and the greenhouse at the Mid-Florida Research and Education Center in honor of Roseville Farms. The proposed naming was approved by the committee.

The final amendment to the fiscal year 2009-2010 operating budget of revenue and expenses was presented to the committee and approved as presented.

The committee was then requested to approve the final fiscal year 2009-2010 operating budget of revenue and expenditures and the preliminary budget of revenue and expenditures for fiscal year 2010-2011. After a brief discussion of budget highlights, the committee approved the budgets as presented.

The fiscal year 2011-2012 fixed capital outlay Legislative budget request was presented to the committee and approved as requested.

Sr. Vice President Guzick presented information to the committee regarding the need to increase the size of the Clinical Translational Research Building, which is currently under design. The UF Institute of Aging has received a \$15 million award from NIH to construct a Clinical Translational Research Building (CTRB) of 40,000 square feet.

The university would like expand the CTRB by an additional 80,000 square feet to a total of 120,000 square feet and finance the addition to the project by issuing tax exempt debt. Dr. Guzick explained to the committee that the expansion would house the clinical translational science institute headquarters, the general clinical research center, three departments and several clinical research projects. After providing the committee with additional information regarding the benefits of moving forward with the expansion at this time the committee authorized the project and the inclusion of the project in the university's Legislative budget request for construction authorization and operations and maintenance funding. The project financing plan will be presented to the committee at a subsequent date.

The committee then approved the fiscal year 2010-2011 spending plan for PECO and Maintenance/Repair/Renovation/Remodeling funds. The legislature also approved funding for two additional projects which will be managed by the University of Florida: P.K. Yonge Developmental Research School Phase 1 K through 5 and an SUS joint use shared remote library storage facility.

The committee was then asked to ratify and approve the implementation deadline of July 1, 2010 for the final fiscal year 2010 budget reductions as called for in Board of Trustee Resolution 09-56. After a brief discussion of the budget measures taken by the university, the committee approved the request as presented.

The following items were then discussed by the committee. The quarterly financial report as of March 31, 2010 was presented to the committee. A summary of the reasons for the increases in the compensated absences payable liability and other noncurrent liabilities was provided to the committee.

A construction update was then provided to the committee. Three facilities are being completed in the near future: Hough Hall has been substantially completed, the Southwest Recreation Center expansion will be finished in July and the East Campus Office Building will be occupied over the summer. The Florida Innovation Hub will have a ground breaking ceremony next Monday.

The committee was provided with a brief update on Responsibility Center Management (RCM) budget progress. RCM budgeting is in place and was used to develop the university's 2010-2011 state appropriation and tuition budget.

A brief review of the State of Florida budget was provided. State revenue collected to date has exceeded the estimates of March 2010, but many uncertainties exist regarding the upcoming budget year.

David O'Brien, Assistant Vice President and Director of Physical Plant for the past 15 years was then presented to the committee. Mr. O'Brien will be retiring on June 30th. Vice President Poppell thanked Mr. O'Brien for quietly doing a great job of maintaining the campus, motivating and supporting his 1,000 employees and providing excellent service to the university. The committee congratulated Mr. O'Brien on his outstanding career at UF.

Trustee Dianna Morgan reported on the Committee on Governance, noting all Committee members were present. The Committee approved the minutes from our regular Committee meeting on March 15th and a special meeting held by telephone conference call on April 7th. After noting one minor change to the April 7th minutes, the Committee unanimously voted to approve the minutes of each meeting.

The Committee had three action items. The first was to recommend approval by the Board of a Resolution certifying the creation of UF Historic St. Augustine as a University directsupport organization. This is item GV1 on the Consent Agenda. Vice President and General Counsel Jamie Keith explained that in 2007 the Legislature enacted a statute directing the University to create a DSO that would be responsible for the historic preservation and operation of state-owned properties in St. Augustine. President Machen stressed that the University was invested with the full authority and responsibility for the properties. Vice President for Business Affairs Ed Poppell made a presentation to the Committee regarding the 2007 strategic plan and operational aspects of the new DSO and its responsibilities. In its recent session, the Legislature appropriated \$650,000 for this project so that it could move forward. Ed Poppell noted that he was optimistic that the University, the City, the County and the local business community would be able to successfully work together to restore the properties, many of which house commercial activities. Legislative appropriations, fundraising and rental income from commercial tenants provide the funding. Trustee Roberts noted that this project presents a significant educational opportunity for the University's faculty and students and helps fulfill the University's responsibilities to the State of Florida. After some additional discussion the Committee unanimously voted to recommend approval of the Resolution to certify the corporation as a DSO.

The second action item was to recommend the approval of the amendment of Internal Operating Memorandum 01-1 to include the new DSO as a Category 2 affiliated organization. This is item GV2 on the Consent Agenda. After a brief discussion the Committee unanimously voted to recommend this amendment.

The Committee then ratified its approval in a telephone meeting on April 7th of the creation of the Presidential Cabinet position of Vice President and Chief Information Officer, reporting to the Senior Vice President for Administration and Business Ventures. After a brief discussion the Committee unanimously voted to ratify the foregoing action. The Board has authorized the Governance Committee to approve amendments to the Cabinet structure, and no further Board action is required.

The Committee had three discussion items. First, President Machen, with Senior Vice President for Health Affairs, David Guzick, and Vice President and General Counsel, Jamie Keith, gave the Committee an update on the governance structure for the Shands entities and the UF Health Science Center. Together Shands and the UF Health Science Center constitute the University of Florida Academic Health Center. Several objectives were articulated for UF & Shands in 2009, to position the UF & Shands health affairs enterprises to maximize their growth in reputation, market opportunities, and quality. It was desired that Shands UF's Board focus on its core mission and provide strong teaching hospital resources for the UF HSC, while allowing a Parent Company to focus on fostering strategic alliances and other ancillary activities.

The UF Board authorized the creation of the Parent Company in January 2009, and in September 2009 resolved that the Parent would be formed at an appropriate time determined by the President of the University. It was also desired to bring Shands Jacksonville into a sister—rather than a child-- entity role with Shands UF. Other objectives included maintaining separate corporate status and funding for each Shands entity and the UF Health Science Center, while also fostering close collaboration and efficient services across all entities and the HSC. David Guzick became the Senior Vice President for Health Affairs and President of the UF & Shands Health System at UF in July 2009. With the UF Board's authorization, President Machen designated Dr. Guzick as the Chair and President of Shands UF, and he also become the Chair of Shands Jacksonville. With a few additional changes, Shands Jacksonville and Shands UF are being organized with similar governance structures, in which the University, through the President and Sr. Vice President for Health Affairs, has appropriate governance control. These developments have brought greater mission alignment and coordination across the Shands entities and the UF Health Science Center.

President Machen noted that, as the Parent Company structure was further evaluated, we came to realize that, with a common Board Chair at the helm of each Shands entity as well as leading the Health Science Center, we could achieve all of the objectives, with fewer legal restrictions and less complexity, if we did not create a formal Parent corporation at this time. We will retain the authorization to create the Parent in the future if warranted for a particular purpose and partnership. However, we will now organize a Health Care Cabinet, convened by the UF President and the Chair of Shands UF and Shands Jax. The experts who would have been on the Parent Board will be members of the Cabinet. Each Shands entity's Board will adopt a resolution to send all major strategic and financial actions to the Cabinet before taking these actions. The Cabinet will act in a critical strategic and coordinating advisory role, and the Board Chair of each Shands entity—who is also the convener of the Cabinet—will be in a position to effect wise decisions by the Board of each Shands entity. Master Services Agreements among the Shands entities and the UF Health Science Center will ensure efficient services and coordinated operations across the system. Strategic alliances will be undertaken by the relevant Shands entity after review by the Cabinet, and representatives of these outside partners can be given seats on the Cabinet without having voting control over the Shands entities. This is a structure that is similar to the one used at Johns Hopkins.

General Counsel Jamie Keith and Deputy General Counsel Barbara Wingo then provided a summary of the new Governance Legislation that was enacted to reflect the Board of Governors' settlement with representatives of the Legislature in the <u>Graham</u> lawsuit. Future Legislatures could make changes, but the new statute provides many benefits to the state university system. The Board of Governors' authority to empower University Boards of Trustees is confirmed in the statute. While the Legislature sets base tuition, the Board of Governors has broad authority to approve flexible tuition policies adopted by the Boards of Trustees. Each University may establish its own tuition policies.

Our final discussion item was about holding a Board retreat in September. The Committee generally believed that this would be beneficial as it would permit, among other things, the Committee to focus on strategic issues as well to discuss issues which may have

legislative importance when the legislative committees are meeting. It was also noted that in the event that Board action was required for some matter, we could convene a brief formal meeting of the Board to take appropriate action. Trustee Alfonso noted that the proposed dates for the retreat preceded the USF football game and that it might be a good idea to plan some type of event for visiting USF officials who would be attending the game. President Machen is going to contact the USF President to discuss this further and Brain Beach will coordinate this effort once a general framework is decided upon.

The Committee then met in closed session to receive an update on UF's collective bargaining activities after which the meeting was adjourned.

Chair McGriff directed the Board to the consent agenda. Approval of the consent agenda was unanimous.

Trustee Warrington requested to make a comment to the Board regarding the St. Augustine initiative, noting Dr. Michael Gannon engaged his dear friend, the husband of Trustee O'Connell, former UF President Stephen C. O'Connell to work on this for a long time. He also noted there has never been a faculty more loved and respected than Mike Gannon.

Chair McGriff thanked Trustee Warrington for his comments and then asked for any public appearances.

Brian Beach noted a request of St. Augustine's City Manager, who spoke briefly to the Board.

Chair McGriff then welcomed Trustees David Brown, Mary Ann Ferguson and Ashton Charles to the Board, and new Vice Presidents Elias Eldayrie, Tom Mitchell, Jack Payne to Gainesville and to the University of Florida. He thanked Dr. Glover and Dr. Machen for the presentation regarding the Board of Governors and what UF is doing, where we are, and how we are fulfilling our obligations to the State of Florida. Mr. McGriff continued by noting a few projects that demonstrate this: the HUB groundbreaking and commented that we expect new opportunities to result from this – start-up companies, etc. and the Biomedical Science building was dedicated in May, then the Public Health and Health Professions and Hugh Hall, which are all positive things to highlight. He also noted this is the first graduating group of Florida Opportunity Scholars (by the end of this year 333 students – completed 4 year degrees at 75% rate), a great statistic. He noted that the university will become tobacco free on July 1st and recognized that the Health Science Center and the Ben Hill Griffin Stadium did so in Fall. He congratulated UF's academic programs, and that UF's softball team went to the College Softball World Series, the tennis, diving and baseball teams all had successful seasons as well. He said that UF won 7 SEC titles this year, 6 in women's sports for the record.

Athletic Director Jeremy Foley commented on the men's indoor track team winning the National Championship.

Trustee Alfonso added for the record that we have come to the end of our first period of a tough time. We have been 3 or 4 years in some rough times. Our administration, led by the

President, took the initiative and I think this is the main reason we are where we are today in that we can announce these raises. We want to acknowledge the teamwork of the administration and the analytical responsibility they have taken. There are still tough times ahead, but I feel comfortable with the responsibilities we have seen by our administration.

Chair McGriff asked for any other comments, noting that there were none and the meeting was adjourned.